

INTEGRYS ENERGY GROUP, INC.

Form 4

November 12, 2014

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORROW WILLIAM E

2. Issuer Name and Ticker or Trading
Symbol
INTEGRYS ENERGY GROUP,
INC. [TEG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP, Gas Segment

CHICAGO, IL 60601

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/07/2014		M		1,505	A \$ 53.24	4,505.095 D
Common Stock	11/07/2014		M		678	A \$ 49.4	5,183.095 D
Common Stock	11/07/2014		M		5,041	A \$ 55.23	10,224.095 D
Common Stock	11/07/2014		M		2,558	A \$ 56	12,782.095 D
Common Stock	11/07/2014		S		1,505	D \$ 71.873 (1)	11,277.095 D

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Common Stock	11/07/2014	S	678	D	\$ 71.8701 (2)	10,599.095	D
Common Stock	11/07/2014	S	5,041	D	\$ 71.9293 (3)	5,558.095	D
Common Stock	11/07/2014	S	2,558	D	\$ 71.8495 (4)	3,000.095	D

Common Stock					2,149.1059 (5)	I	By Employee Stock Ownership Plan
Common Stock					1,639.3211 (6)	I	By PE Employee Stock Ownership Plan
Common Stock					1,913.3403 (6)	I	By 401(k) Plan for Administrative Employees

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to buy)	\$ 53.24	11/07/2014		M	1,505	02/09/2013(7) 02/09/2022	Common Stock

Employee Stock Option (Right to buy)	\$ 49.4	11/07/2014	M	678	02/10/2012 ⁽⁷⁾	02/10/2021	Common Stock	6
Employee Stock Option (Right to Buy)	\$ 55.23	11/07/2014	M	5,041	02/13/2015 ⁽⁷⁾	02/13/2024	Common Stock	5
Employee Stock Option (Right to buy)	\$ 56	11/07/2014	M	2,558	02/14/2014 ⁽⁷⁾	02/14/2023	Common Stock	2
Performance Rights	\$ 0 ⁽⁸⁾				01/01/2015 ⁽⁸⁾	03/15/2015	Common Stock	1
Performance Rights	\$ 0 ⁽⁸⁾				01/01/2016 ⁽⁸⁾	03/15/2016	Common Stock	1
Performance Rights	\$ 0 ⁽⁸⁾				01/01/2017 ⁽⁸⁾	03/15/2017	Common Stock	2
Restricted Stock Units 2011	<u>(9)</u>				02/10/2012	02/10/2015	Common Stock	103
Restricted Stock Units 2012	<u>(9)</u>				02/09/2013	02/09/2016	Common Stock	197
Restricted Stock Units 2013	<u>(9)</u>				02/14/2014	02/14/2017	Common Stock	279
Restricted Stock Units 2014	<u>(9)</u>				02/13/2015	02/13/2018	Common Stock	609

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORROW WILLIAM E 200 EAST RANDOLPH STREET CHICAGO, IL 60601			Executive VP, Gas Segment	

Signatures

Dane E. Allen, as Power of Attorney for Mr. Morrow

11/12/2014

 **Signature of Reporting Person

____ Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The weighted average sale price reflects multiple transactions at prices ranging from \$71.855 - \$71.905.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$71.84 - \$71.895.
- (3) The weighted average sale price reflects multiple transactions at prices ranging from \$71.745 - \$72.005.
- (4) The weighted average sale price reflects multiple transactions at prices ranging from \$71.745 - \$71.955.
- (5) Balance reflects shares pertaining to the quarterly dividend and periodic earnings adjustments and share allocations under the Company's Employee Stock Ownership Plan.
- (6) Balance reflects dividend reinvestment shares purchased on a quarterly basis.
- (7) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.

Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the reported target award.
- (9) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.
- (10) Balance reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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